

**LAW OFFICES OF  
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December 31, 2009

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

RECORDATION NO. 25323-Q FILED

DEC 31 '09 -11 00 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of December 31, 2009. The primary document to which this is connected is recorded Recordation No. 25323. We request that this document be recorded under Recordation No. 25323-Q.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

Assignee:

SunTrust Equipment Finance & Leasing Corp  
300 East Joppa Road, 7<sup>th</sup> Floor  
Hampton Plaza  
Towson, MD 21286

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 115 Johnston 286K GRL railcars numbered PGNX 3100-3214, inclusive

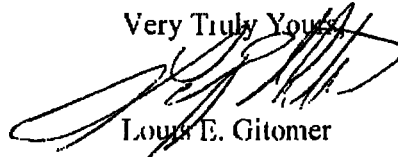
Ms Cynthia T Brown  
December 31, 2009  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between The Fifth Third Leasing Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, and SunTrust Equipment Finance & Leasing Corp, 300 East Joppa Road, 7<sup>th</sup> Floor, Hampton Plaza, Towson, MD 21286, covering 115 Johnston 286K GRL railcars numbered PGNX 3100-3214, inclusive.

Very Truly Yours

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosure

DEC 31 '09 -11 00 AM

## MEMORANDUM OF ASSIGNMENT OF LEASE SURFACE TRANSPORTATION BOARD


This Memorandum of Assignment of Lease between The Fifth Third Leasing Company, 38 Fountain Square Plaza, MD 10904A, Cincinnati, OH 42563 (the "Assignor"), and SunTrust Equipment Finance & Leasing Corp., 300 East Joppa Road, 7th Floor, Towson, MD 21286 (the "Assignee") is effective as of December 31, 2009.

1. This instrument relates to (i) that certain Master Rail Car Lease Agreement dated as of October 11, 2004 (the "Lease Agreement") and the related Equipment Schedule No. 004 (the "Schedule" which term shall also include any and all riders, addenda and exhibits attached to the Schedule, and which together with the Lease Agreement shall collectively be referred to as the "Lease"), between ICX Corporation ("ICX"), as lessor, and Carolina Power & Light Company (d/b/a Progress Energy Carolinas, Inc.) ("CP&L"), as lessee, pursuant to which ICX leased to CP&L 115 Johnston 286K GRL railcars numbered PGNX 3100-3214, inclusive (the "Equipment"); and (ii) that certain agreement dated as of March 28, 2005 pursuant to which ICX assigned its interests in the Equipment and the Lease to Assignor, and Assignor acquired all of the rights, title, and interest in and to the Equipment and the Lease of ICX (the "Assignment").
2. A Memorandum of Lease dated as of December 6, 2004 with respect to the Lease Agreement was recorded with the Surface Transportation Board (the "Board") on December 7, 2004 at 4:00 pm under Recordation No. 25323; a Memorandum of Supplement to Lease dated as of January 24, 2005 with respect to the Schedule was recorded at the Board on March 14, 2005 at 12:21 pm under Recordation No. 25323-F; and a Memorandum of Assignment of Lease dated as of March 28, 2005 with respect to the Assignment was recorded at the Board on March 28, 2005 at 2:10 pm under Recordation No. 25323-I.
3. Pursuant to certain agreements dated as of December 29, 2009, Assignor assigned its interest in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor.
4. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule, and the assignment agreements and are incorporated herein by reference.
5. This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first written above.

SUNTRUST EQUIPMENT FINANCE &  
LEASING CORP.,  
as Assignee

By:   
Name: M. POWERS  
Title: SR VP

THE FIFTH THIRD LEASING COMPANY,  
as Assignor

By:   
Name: RANDALL C. STRONG  
Title: Vice President

STATE OF MARYLAND )

COUNTY OF BALTIMORE )

) ss

On this 29<sup>th</sup> day of December 2009, before me, Candice Miranda, the undersigned Notary Public, personally appeared Michael J. Powers personally known to me to be the person who executed the within instrument as Sr VP on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

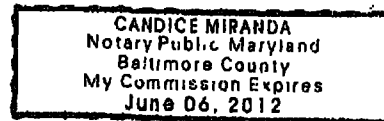
[Seal]

Candice Miranda

Notary Public

My commission expires:

June 6, 2012



STATE OF OHIO

)

) ss

COUNTY OF HAMILTON )

On this 30<sup>th</sup> day of December 2009, before me, Karen Waymeyer the undersigned Notary Public, personally appeared Randall C. Strong personally known to me to be the person who executed the within instrument as Sec. V.P. on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Karen Waymeyer  
Notary Public

My commission expires:

**KAREN WAYMEYER**

Notary Public, State of Ohio

My Commission Expires 11-25-2012